

ARTICLE VI

Board of Directors

Section 1. Number of Directors	The board of directors shall consist of _____ members, who shall be elected by the shareholders at the annual meeting, as provided in these bylaws. All of the directors shall be members of the credit union. The number of directors may be changed from time to time to not fewer than five (5) by resolution of the board of directors. No reduction in the number of directors may be made unless corresponding vacancies exist as a result of deaths, resignations, expirations of terms of office, or other actions provided in these bylaws. A copy of the resolution of the board covering any increase or decrease in the number of directors and other information required by the Act shall be filed with the official copy of the bylaws of the credit union and with the Commissioner of the Office of Financial and Insurance Services.
Section 2. Term of Office	Regular terms of office for directors shall be for three (3) years. Directors shall hold office until successors are elected and have qualified, unless disqualified or removed. The regular terms shall be determined by the incorporators and shall be as set forth in the Application for Permission to Organize. Upon any increase or decrease in the number of directors the terms shall be set so that approximately an equal number of regular terms shall expire at each annual meeting.
Section 3. Vacancies	Vacancies in the board of directors shall be filled within ninety (90) days from the date the vacancy occurred, by a majority vote of the remaining directors, at a regular or special meeting. Directors appointed to fill vacancies shall serve for the unexpired term of the person whose position has been vacated. Where the board has increased its number, the term of the director(s) appointed to fill the vacancy shall expire at the next annual meeting.
Section 4. Regular Meetings	A regular meeting of the board of directors will be scheduled for each month at a time and place fixed by resolution of the board, and notice shall be given to each director by the secretary, the chairperson, or, in the chairperson's absence, by the vice-chairperson. A regular meeting may be adjourned provided there is sufficient cause and such cause is recorded in the minutes of the subsequent regular meeting.
Special Meetings	Special meetings of the board may be called by the chairperson at any time, and shall be called upon receipt of a written request of any three (3) directors. Notice of any special meeting shall be given to the remaining members of the board.
Quorum	A majority of the board of directors shall constitute a quorum for the transaction of business.

Section 5.
Duties of
Directors

The board of directors shall have the authority and responsibility for the general direction of the business affairs, funds, and records of the credit union and shall be responsible for maintaining its safety and soundness. The directors shall exercise powers consistent with the Act, rules and regulations governing credit unions, and sound business practices. The duties of the board of directors shall include, but are not limited to, duties set forth in the Act and the following:

- a. To appoint a general manager, assistant treasurers and engage other employees or agents as may be necessary to carry on the affairs of the credit union, and to fix their compensation or ranges of compensation. The authority to engage other employees may be delegated to the treasurer, an assistant treasurer or the general manager.
- b. To authorize and specifically designate directors and officers to sign all notes evidencing borrowing and other obligations, other than certificates of deposit, of the credit union. Employees, as well as directors and officers, may be designated to sign certificates of deposit.
- c. To authorize officers, directors or employees to sign checks, drafts and money orders issued by the credit union without counter-signatures of any other officer. This authorization shall only apply to disbursements and not to notes and other obligations of the credit union.
- d. To determine the terms and conditions of deposit accounts.
- e. To designate the depository or depositories, as authorized by law, in which credit union funds may be deposited.
- f. To authorize and approve charges to the allowance for loan losses and other reserve funds.
- g. If these bylaws do not provide for a credit committee, the board of directors shall perform, or delegate as it considers advisable, the duties of the credit committee as required by the Act.
- h. If these bylaws do not provide for a supervisory committee, the board of directors shall perform, or delegate as it considers advisable, the duties of the supervisory committee as required by the Act. The board of directors shall not, however, perform the annual comprehensive audit and the verification of member accounts.

Section 6.
Compensation

No director shall receive any compensation for services as a director.

Section 7.
Financial
Interest

No officer, director, committee member, employee or agent of this credit union shall, in any manner, directly or indirectly, participate in the deliberation upon or the determination of any loan, investment or any other matter affecting her/his financial interest or the financial interest of any organization, incorporated or otherwise (other than this credit union) in which he/she is directly or indirectly interested.

Section 8.
Removal
from
Office

If a member of the board of directors fails to attend the regular or special meeting of the board for three (3) consecutive meetings, the office may be declared vacant by the board of directors and the vacancy shall be filled as provided in the Act.

Section 9.
Executive
Committee

The board of directors may appoint, from its own number, an executive committee as provided in the Act. The executive committee shall serve at the pleasure of the board.